

B 2100A (Form 2100A) (12/15)

UNITED STATES BANKRUPTCY COURT

Western District of Texas

In re SILICON HILLS CAMPUS, LLC,

Case No. 20-10042-tmd

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

ATX Debt Fund 1, LLC
Name of Transferee

Tuebor REIT Sub LLC
Name of Transferor

Name and Address where notices to transferee should be sent: ATX Debt Fund 1, LLC c/o
POLSINELLI c/o Liz Boydston
2950 N. Harwood St., Ste 2100
Dallas, Texas 75201
Phone: 214-661-5557
Last Four Digits of Acct #: _____

Court Claim # (if known): 13
Amount of Claim: \$64,852,620.59
Date Claim Filed:¹ 05/11/2020

Phone: 212-715-3170
Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: [see next page for signature]
Transferee/Transferee's Agent

Date: _____

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

¹ Claim was filed on May 11, 2020 (Claim No. 13-1) and amended on November 5, 2020 (Claim No. 13-2).

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Transferee/Transferee's Agent

Date: 12/19/2020

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re:	§	Chapter 11
	§	
SILICON HILLS CAMPUS, LLC	§	Case No. 20-10042-tmd
	§	
DEBTOR	§	

**DECLARATION IN SUPPORT OF CLAIM TRANSFER AND WAIVER OF NOTICE
AND OPPORTUNITY TO OBJECT**

The undersigned hereby declares and states as follows:

1. The undersigned is an employee or authorized representative of Tuebor REIT Sub LLC (the “**Transferor**” or “**Tuebor**”) and has been duly-authorized by the Transferor to execute this *Declaration in Support of Claim Transfer and Waiver of Notice and Opportunity to Object* (the “**Declaration**”).

2. Reference is made hereby to that certain *Proof of Claim* filed by Transferor against Silicon Hills Campus, LLC (the “**Debtor**”) in reference Case No. 20-10042-tmd (assigned Claim No. 13) (the “**Proof of Claim**”).¹

3. Effective as of December 18, 2020, Transferor transferred and assigned to ATX Debt Fund 1, LLC (the “**Transferee**”) all of Transferor’s right, title and interest in and to the claim for \$64,852,620.59 asserted against the Debtor as set forth on the Proof of Claim (the “**Assigned Claim**”)—except with respect to Adversary Case No. 20-01024, commenced by the Debtor against the Transferor, in which the Transferor will retain its right, title and interest—in connection with:

- (i) that certain *Loan Agreement*, dated as of February 6, 2018, by and between the Debtor, as borrower, and Ladder Capital Finance LLC (“**Ladder**”),² as lender (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**Loan Agreement**”), a copy of which is annexed as Exhibit A to the Proof of Claim;
- (ii) that certain *Promissory Note*, dated as of February 6, 2018, executed by the Debtor and delivered to Ladder (as may be amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**Note**”), a copy of which is annexed as Exhibit B to the Proof of Claim;

¹ Transferor filed the Proof of Claim on May 11, 2020 (Claim No. 13-1) and subsequently amended the Proof of Claim on November 5, 2020 (Claim No. 13-2).

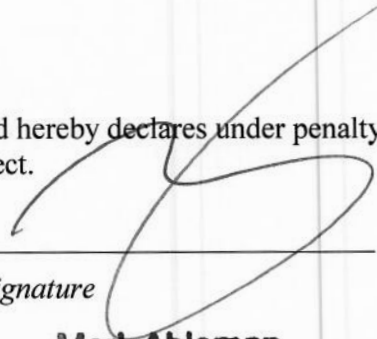
² On or about February 8, 2018, Ladder transferred all of its right, title and interest in the Loan Agreement and the Loan Documents to Transferor.

- (iii) that certain *Deed of Trust, Assignment of Leases and Rents and Security Agreement*, dated as of February 6, 2018, by the Debtor, as borrower, to Gary S. Farmer, as Trustee, for the benefit of Ladder, as lender (as may be amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**Deed of Trust**,” and together with the Loan Agreement and the Note, the “**Loan Documents**”), a copy of which is annexed as Exhibit C to the Proof of Claim;
- (iv) that certain (a) *General Assignment and Assumption*, by and between Tuebor, as assignee, and Ladder, as assignor, executed on February 8, 2018, (b) *Assignment of Deed of Trust*, executed on February 8, 2018, by and between Tuebor, as assignee, and Ladder, as assignor, (c) *Assignment of Assignment of Leases and Rents*, dated as of February 8, 2018, by and between Tuebor, as assignee, and Ladder, as assignor, and (d) *Allonge to Promissory Note*, by Ladder to Tuebor, copies of which are annexed as Exhibit D to the Proof of Claim;
- (v) that certain *First Amendment to Loan Agreement, Guaranty of Recourse Obligations, and Other Loan Documents*, dated as of May 4, 2019, by and among the Debtor, as borrower, and Tuebor, as lender, a copy of which is annexed as Exhibit E to the Proof of Claim;
- (vi) that certain *Second Amendment to Loan Agreement and Other Loan Documents*, dated as of July 15, 2019, by and between Tuebor, as lender, and the Debtor, as borrower, a copy of which is annexed as Exhibit F to the Proof of Claim;
- (vii) that certain *Plaintiff’s Original Petition and Emergency Application for Temporary Restraining Order, Temporary Injunction, and Appointment of Receiver*, filed in the 53rd Judicial District Court of Travis County, Texas on August 30, 2019, a copy of which is annexed as Exhibit G to the Proof of Claim; and
- (viii) that certain *Order Appointing Receiver*, entered by the 53rd Judicial District Court of Travis County, Texas on October 18, 2019, a copy of which is annexed as Exhibit H to the Proof of Claim.

4. The undersigned has reviewed the *Transfer of Claim Other Than for Security* (the “**Claim Transfer Notice**”) to which this Declaration is appended, and certifies that Transferor has no objection to the Claim Transfer Notice or the transfer of the Assigned Claim from Transferor to Transferee evidenced thereby. Transferor further hereby (a) waives its right to raise any objection to the Claim Transfer Notice and the transfer of the Assigned Claim from Transferor to Transferee evidenced thereby, and (b) waives its right to receive notice of the Claim Transfer Notice pursuant to Rule 3001 of the Federal Rules of Bankruptcy Procedure.

Pursuant to 28 U.S.C. § 1746, the undersigned hereby declares under penalty of perjury that each of the foregoing statements is true and correct.

Date: December 18, 2020



Signature

Mark Ableman
Managing Director

Printed Name

Title